

Internal Revenue Service

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Department of the Treasury

Washington, DC 20224

Third Party Communication: None

Date of Communication: Not Applicable

Person To Contact:

, ID No.

Telephone Number:

Refer Reply To:

CC:CORP:B05

PLR-106708-16

Date:

May 12, 2016

Taxpayer =

State =

Date1 =

Date2 =

Date3 =

Date4 =

Date5 =

Date6 =

Business =

AssetA =

AssetB =

AssetC =

AssetD =

AssetE =

AssetF =

Dear

This letter is in response to the letter dated February 22, 2016, requesting a ruling under section 355(b) of the Internal Revenue Code (the “Code”). The information provided in that request and in subsequent correspondence is summarized below.

This letter is issued pursuant to section 6.03 of Rev. Proc. 2016-1, 2016-1 I.R.B. 1 regarding one or more significant issues under sections 332, 351, 355, 368, or 1036. The ruling contained in this letter only addresses one discrete legal issue involved in the transaction described in this letter. This Office expresses no opinion as to the overall tax consequences of the transaction or as to any issue not specifically addressed by the ruling below.

The ruling contained in this letter is based upon information and representations submitted by the taxpayer and accompanied by penalties of perjury statements executed by an appropriate party. This Office has not verified any of the materials submitted in support of the ruling request. Verification of the facts, representations, and other information may be required as part of the audit process.

Facts

Taxpayer is a State corporation formed on Date1. Since its incorporation, Taxpayer has engaged in Business.

Taxpayer acquired AssetA on Date2, AssetB and AssetC on Date3, AssetD on Date4, AssetE on Date5, and AssetF on Date6 (collectively, the “Acquired Assets”).

Taxpayer intends to engage in a divisive reorganization qualifying under sections 368(a)(1)(D) and 355.

Ruling

Based upon the facts and information submitted and the representations made, we rule that the acquisition of the Acquired Assets by Taxpayer constitutes an expansion of Taxpayer’s Business (within the meaning of Treas. Reg. § 1.355-3(b)(3)(ii)) and does not constitute the acquisition of a new or different business. Treas. Reg. § 1.355-3(b)(3)(ii) and Rev. Rul. 2003-18, 2003-7 I.R.B. 467.

Caveats

Except as expressly provided herein, no opinion is expressed or implied concerning the tax consequences of any aspect of any transaction or item discussed or referenced in this letter.

Procedural Statements

This ruling is directed only to the taxpayer requesting it. Section 6110(k)(3) of the Code provides that it may not be used or cited as precedent.

In accordance with the Power of Attorney on file with this office, a copy of this letter is being sent to your authorized representative.

A copy of this letter must be attached to any income tax return to which it is relevant. Alternatively, taxpayers filing their returns electronically may satisfy this requirement by attaching a statement to their return that provides the date and control number of the letter ruling.

Sincerely,

T. Ian Russell

T. Ian Russell
Chief, Branch 6
Office of Associate Chief Counsel (Corporate)